

# HERZOG CONTRACTING CORP.



April 10, 1997

600 S. RIVERSIDE RD.  
P. O. BOX 1089  
ST. JOSEPH, MO 64502  
PHONE (816) 233-9001  
FAX (816) 233-9881

WILLIAM E. HERZOG, PRESIDENT

RECORDATION No. 20634

(Filed pursuant to the

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N. W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of CFR 49, Parts 1000 to 1199, Part 1177, are two originals of a Memorandum of Lease Agreement dated March 19, 1997, as a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessee: Union Pacific Railroad Company  
1416 Dodge Stream - Room 200  
Omaha, NE 68179

Lessor: Herzog Contracting Corp.  
P. O. Box 1089  
St. Joseph, MO 64502

The Memorandum of Lease Agreement covers the lease of sixty-five (65) Thrall gondola railcars identified in Schedule A to the Memorandum of Lease Agreement. The railcars in Schedule A are identified by the existing reporting marks and numbers. We have also enclosed a check for \$24.00, payable to the Surface Transportation Board, for the required recording fee. Please return one stamped copy of the enclosed documents to the undersigned. If you have any questions or require additional information concerning this filing, contact the undersigned at (816) 233-9001.

Sincerely yours,  
HERZOG CONTRACTING CORP.

*James A. Frasher*  
James A. Frasher  
Vice President

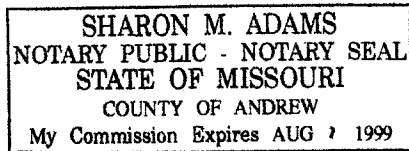
Jaf/sa

Encl.

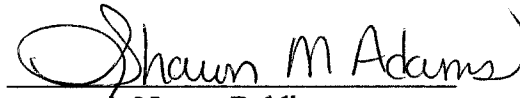
RECEIVED  
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BOARD  
APR 15 1 53 PM '97

## CERTIFICATE

I hereby certify that I have compared this certified, true copy of the Memorandum of Lease Agreement of Railroad Equipment between Union Pacific Railroad Company and Herzog Contracting Corp. dated March 19, 1997 to the original of such Lease Agreement and that this copy is a true and correct copy in all respects.



(Seal)

  
Notary Public

My Commission Expires August 1, 1999

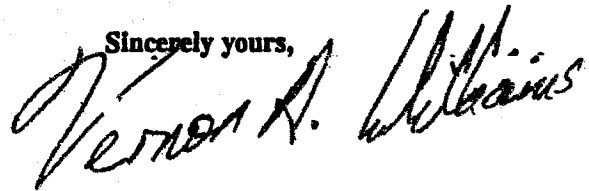
SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

4/15/97

James A. Frasher  
Vice President  
Harzog Contracting Corporation  
600 S Riverside Road  
P. O. Box 1089  
St. Joseph, Missouri 64502  
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 4/15/97 at 1:53PM, and  
assigned recordation number(s). 20634.

Sincerely yours,

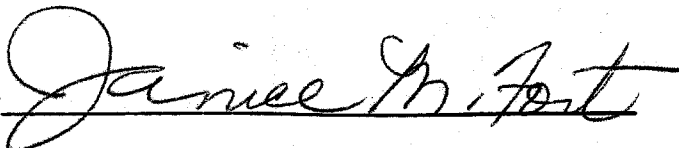


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



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BOARD

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 19th, 1997 by and between UNION PACIFIC RAILROAD, (LESSEE) and HERZOG CONTRACTING CORP., a Missouri Corporation (LESSOR), with reference to the following:

1. LESSOR has agreed to lease to LESSEE, and LESSEE has agreed to lease from LESSOR various railcars pursuant to Schedule A in the Lease Agreement Document identified as Number 129, dated March 19th, 1997 between LESSOR and LESSEE.
2. Pursuant to Schedule A., LESSOR has agreed to lease, and LESSEE has agreed to lease sixty-five (65) J301 gondola railcars bearing the existing reporting marks and numbers as indicated on Schedule A hereto attached, as more particularly described on the Lease Agreement Document, Number 129.
3. The transaction shall be effective as of the execution date of the Lease Agreement Document Number 129, subject to all terms and conditions.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement, Document Number 129, to be executed as of the date first written.

HERZOG CONTRACTING CORP.  
LESSEE

BY: James A. Grasher  
ITS: Vice President

UNION PACIFIC RAILROAD  
LESSOR

BY: [Signature]  
ITS: VP Purchasing

# SCHEDULE A

1	HZGX	3318	34	HZGX	3488
2	HZGX	3340	35	HZGX	3494
3	HZGX	3356	36	HZGX	3501
4	HZGX	3370	37	HZGX	3507
5	HZGX	3385	38	HZGX	3528
6	HZGX	3388	39	HZGX	3530
7	HZGX	3393	40	HZGX	3541
8	HZGX	3394	41	HZGX	3545
9	HZGX	3400	42	HZGX	3550
10	HZGX	3402	43	HZGX	3555
11	HZGX	3404	44	HZGX	3567
12	HZGX	3408	45	HZGX	3578
13	HZGX	3413	46	HZGX	3583
14	HZGX	3414	47	HZGX	3585
15	HZGX	3416	48	HZGX	3586
16	HZGX	3417	49	HZGX	3591
17	HZGX	3421	50	HZGX	3598
18	HZGX	3426	51	HZGX	3953
19	HZGX	3431	52	HZGX	3954
20	HZGX	3433	53	HZGX	3955
21	HZGX	3436	54	HZGX	3959
22	HZGX	3437	55	HZGX	3960
23	HZGX	3448	56	HZGX	3963
24	HZGX	3450	57	HZGX	3966
25	HZGX	3452	58	HZGX	3968
26	HZGX	3454	59	HZGX	3969
27	HZGX	3457	60	HZGX	3973
28	HZGX	3458	61	HZGX	3975
29	HZGX	3466	62	HZGX	3985
30	HZGX	3475	63	HZGX	3986
31	HZGX	3479	64	HZGX	3997
32	HZGX	3481	65	HZGX	3998
33	HZGX	3484			